

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 6, 2025**

**Vor Biopharma Inc.**  
(Exact name of registrant as specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39979**  
(Commission  
File Number)

**81-1591163**  
(IRS Employer  
Identification No.)

**100 Cambridgepark Drive  
Suite 101  
Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02140**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 655-6580**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	VOR	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

*Appointment of Erez Kalir as a Director*

On January 6, 2025 the Board of Directors (the “Board”) of Vor Biopharma Inc. (the “Company”) increased the size of the Board from seven to eight members and appointed Erez Kalir to fill the resulting vacancy, to serve on the Board as an independent Class III director until the Company’s 2027 annual meeting of stockholders and until his successor is duly elected and qualified.

Mr. Kalir, age 52, has served as cofounder and chief operating officer of Manas AI, a company harnessing artificial intelligence tools to identify novel treatments for cancer, since January 2024, as founder and chief executive officer of Martial Eagle Fund, an investment fund, since May 2019, and as venture partner with FJ Labs, an investment fund, since November 2021. Mr. Kalir received an A.B. in English and biology from Stanford University, an MSc. in Biology from the University of Oxford and a J.D. from Yale Law School. The Company believes that Mr. Kalir is qualified to serve on the Board due to his experience as an investor, entrepreneur, thought leader and board member of private companies in the life sciences and technology sectors and his expertise in biology, finance and law.

In connection with his service as a director, Mr. Kalir will receive the Company’s standard non-employee director cash and equity compensation under its Non-Employee Directors’ Compensation Policy, which is filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, as filed with the Securities and Exchange Commission (the “SEC”) on May 11, 2023. Pursuant to the Non-Employee Directors’ Compensation Policy, Mr. Kalir will receive a cash retainer fee of \$40,000 for service as a director, payable in equal quarterly installments in arrears on the last day of each fiscal quarter, pro-rated based on the number of days served in the applicable fiscal quarter. In addition, Mr. Kalir received a stock option to purchase 60,000 shares of the Company’s common stock on the date of his appointment to the Board and will be eligible to receive a stock option to purchase 30,000 shares of the Company’s common stock on the date of each annual stockholder meeting of the Company, beginning with the 2025 stockholder meeting.

Mr. Kalir also entered into an indemnification agreement with the Company in the form previously approved by the Board and filed with the SEC as Exhibit 10.8 to the Company’s Registration Statement on Form S-1 on January 15, 2021.

Mr. Kalir was selected as a nominee for director by Reid Hoffman pursuant to the terms of a securities purchase agreement, dated December 26, 2024, by and among the Company, Reprogrammed Interchange LLC (“Reprogrammed”), an entity with which Mr. Hoffman is affiliated, and the other investor party thereto (the “Purchase Agreement”). Pursuant to the Purchase Agreement, the Company agreed to appoint one individual designated by Reprogrammed to the Board as a Class III director, subject to approval by the Board upon the recommendation of the Nominating & Corporate Governance Committee of the Board, so long as Reprogrammed together with its Affiliates (as such term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended) continues to beneficially own at least 4.99% or more of the then issued and outstanding common stock of the Company.

Mr. Kalir has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On January 8, 2025 the Company issued a press release announcing the appointment of Mr. Kalir to the Board, a copy of which is furnished as Exhibit 99.1 to this report and incorporated herein by reference.

The information furnished under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information in this Item 7.01, including Exhibit 99.1, shall not be deemed incorporated by reference into any other filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated January 8, 2025.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 8, 2025

**Vor Biopharma Inc.**

By: /s/ Robert Ang

Name: Robert Ang

Title: Chief Executive Officer



### **Vor Bio Appoints Life Sciences and Technology Investor and Entrepreneur, Mr. Erez Kalir to its Board of Directors**

CAMBRIDGE, Mass., January 8, 2025 (GLOBE NEWSWIRE) — Vor Bio (Nasdaq: VOR), a clinical-stage cell and genome engineering company, today announced the appointment of Mr. Erez Kalir to its Board of Directors. The appointment represents a new seat on Vor Bio's Board of Directors, which has been created in connection with the recent private investment in public equity financing (PIPE) which was led by Reid Hoffman. Mr. Kalir will serve as the director designee of Reprogrammed Interchange, LLC, Mr. Hoffman's investment fund.

Mr. Kalir brings a wealth of experience as an investor, entrepreneur, and thought leader with a deep focus on life sciences and technology. Currently the Managing Member of Martial Eagle Fund and a Venture Partner at FJ Labs—renowned for its leadership in early-stage venture investments—Mr. Kalir is widely recognized for his strategic acumen and ability to drive growth in innovative industries. In addition to his investment leadership, Mr. Kalir authors the influential *Biotech Frontiers* newsletter for Porter & Co., offering incisive analysis on cutting-edge biotech companies. His interdisciplinary expertise in biology, finance, and law uniquely positions him to contribute to Vor Bio's mission of advancing breakthrough innovations in cancer and beyond.

“We are excited to welcome Mr. Kalir to our Board of Directors,” said Dr. Robert Ang, President and CEO of Vor Bio. “Mr. Kalir's extensive experience in the biotech sector, combined with his track record of fostering innovation, will be invaluable as we continue to execute on our vision to revolutionize blood cancer treatment.” Matthew R. Patterson, Chairman of Vor Bio, added, “I welcome Mr. Kalir to the Board of Directors, and we look forward to working with him as Vor continues to advance its clinical programs and execute its strategic vision.”

Prior to his current roles, Mr. Kalir worked with legendary investor Julian H. Robertson at Tiger Management, advising on investments in biotech and health care. He co-founded and led Sabretooth Capital, a hedge fund managing assets for prominent institutions and families, and further honed his expertise at Eton Park and McKinsey & Co.

“I have followed Vor Bio from the time the company's scientific founder Dr. Siddhartha Mukherjee published his groundbreaking paper in *PNAS* on gene-edited stem cells enabling CD33 immune therapy, through Vor Bio's early venture financings, IPO, and progress as a public company. Among the many companies pursuing breakthrough innovations in biotech, I would be hard pressed to identify one whose potential to change the course of a lethal cancer is more promising than Vor's,” said Mr. Kalir. “I look forward to working with Vor Bio's world-class management team and Board to advance their trem-cel platform and VCAR33 through the regulatory approval process, with the goal of enabling life-changing impacts for patients.”

Mr. Kalir is a Rhodes Scholar and holds an MSc in cell biology from Magdalen College, Oxford, a JD from Yale Law School, and an A.B. with highest honors from Stanford University.



## **About Vor Bio**

Vor Bio is a clinical-stage cell and genome engineering company that aims to change the standard of care for patients with blood cancers by engineering hematopoietic stem cells to enable targeted therapies post-transplant. For more information, visit: [www.vorbio.com](http://www.vorbio.com).

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “aim,” “anticipate,” “can,” “continue,” “could,” “design,” “enable,” “expect,” “initiate,” “intend,” “may,” “on-track,” “ongoing,” “plan,” “potential,” “should,” “target,” “update,” “will,” “would,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements in this press release include Vor Bio’s statements regarding the potential of engineered hematopoietic stem cells to enable targeted therapies in the post-transplant setting, potential regulatory approval of its product candidates, the potential of its product candidates to change the course of disease in patients it seeks to treat and enable life-changing impacts, and other statements that are not historical fact. Vor Bio may not actually achieve the plans, intentions, or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various factors, including: uncertainties inherent in the initiation and completion of preclinical studies and clinical trials and clinical development of Vor Bio’s product candidates; availability and timing of results from preclinical studies and clinical trials; whether interim results from a clinical trial will be predictive of the final results of the trial or the results of future trials; expectations for regulatory approvals to conduct trials or to market products; the success of Vor Bio’s in-house manufacturing capabilities and efforts; and availability of funding sufficient for its foreseeable and unforeseeable operating expenses and capital expenditure requirements. These and other risks are described in greater detail under the caption “Risk Factors” included in Vor Bio’s most recent annual or quarterly report and in other reports it has filed or may file with the Securities and Exchange Commission. Any forward-looking statements contained in this press release speak only as of the date hereof, and Vor Bio expressly disclaims any obligation to update any forward-looking statements, whether because of new information, future events or otherwise, except as may be required by law.

## **Contact:**

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